

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
)	
Debtors.)	(Jointly Administered)
)	

**MONTHLY FEE STATEMENT OF KROLL RESTRUCTURING
ADMINISTRATION LLC, AS ADMINISTRATIVE AGENT TO THE DEBTORS,
FOR THE PERIOD FROM JUNE 1, 2022 THROUGH JUNE 30, 2022**

By this monthly fee statement (the “**Statement**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), Kroll Restructuring Administration LLC (“**Kroll**”),² administrative agent to the above captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby seeks

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Effective March 29, 2022, Prime Clerk LLC changed its name to Kroll Restructuring Administration LLC. There has not been any change in the company’s leadership, ownership, or organizational structure.

compensation and reimbursement for reasonable and necessary fees and expenses incurred for the period from June 1, 2022 through June 30, 2022 (the “**Statement Period**”). In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 796] (the “**Compensation Order**”), Kroll seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in an amount equal to \$2,230.57 and payment of \$1,784.46, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in an amount equal to \$0.00. In support of the Statement, Kroll respectfully represents as follows:

Name of Professional:	Kroll Restructuring Administration LLC
Authorized to Provide Administrative Agent Services to:	Debtors and Debtors in Possession
Date of Retention:	November 19, 2018 <i>nunc pro tunc</i> to October 15, 2018
Period for which compensation and reimbursement is sought:	June 1, 2022 through June 30, 2022
Amount of compensation sought as actual, reasonable and necessary:	\$2,230.57 ³
80% of compensation sought as actual, reasonable and necessary:	\$1,784.46
Amount of expense reimbursement sought as actual, reasonable and necessary	\$0.00
Total amount to be paid at this time:	\$1,784.46

³ In accordance with the Compensation Order, at the expiration of the Objection Deadline (as defined in the Compensation Order), the Debtors are authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Statement to which no Objection (as defined in the Compensation Order) has been served.

Prior Monthly Statements

Date Filed; Docket No.	Period Covered	Requested		Approved		Holdback (20%)
		Fees	Expenses	Fees	Expenses	
4/15/19; Docket No. 3193	10/15/18 – 11/30/18; 2/1/19 – 3/31/19	\$6,493.55	\$0.00	\$6,493.55	\$0.00	N/A
5/23/19; Docket No. 4013	4/1/19 – 4/30/19	\$2,223.55	\$0.00	\$2,223.55	\$0.00	N/A
6/28/19; Docket No. 4393	5/1/19 – 5/31/19	\$14,577.85	\$0.00	\$14,577.85	\$0.00	N/A
7/30/19; Docket No. 4654	6/1/19 – 6/30/19	\$8,266.65	\$0.00	\$8,266.65	\$0.00	N/A
8/30/19; Docket No. 5039	7/1/19 – 7/31/19	\$207,219.25	\$1,149.47	\$207,219.25	\$1,149.47	N/A
9/27/19; Docket No. 5245	8/1/19 – 8/31/19	\$150,629.50	\$2,160.76	\$150,629.50	\$2,160.76	N/A
10/30/19; Docket No. 5530	9/1/19 – 9/30/19	\$56,787.85	\$1,174.35	\$56,787.85	\$1,174.35	N/A
11/27/19; Docket No. 6107	10/1/19 – 10/31/10	\$31, 623.90	\$316.88	\$31, 623.90	\$316.88	N/A
12/13/19; Docket No. 6205	11/1/19 – 11/30/19	\$109,336.15	\$640.92	\$109,336.15	\$640.92	N/A
1/30/20; Docket No. 6795	12/1/19 – 12/31/19	\$76,064.80	\$142.55	\$76,064.80	\$142.55	N/A
2/20/20; Docket No. 7312	1/1/20 – 1/31/20	\$9,838.67	\$0.00	\$9,838.67	\$0.00	N/A
3/23/20; Docket No. 7504	2/1/20 – 2/29/20	\$4,583.81	\$30.00	\$4,583.81	\$30.00	N/A
4/20/20; Docket No. 7833	3/1/20 – 3/31/20	\$2,220.68	\$0.00	\$2,220.68	\$0.00	N/A
6/25/20; Docket No. 8051	4/1/20 – 5/31/20	\$1,693.22	\$0.00	\$1,693.22	\$0.00	N/A
8/5/20; Docket No. 8352	6/1/20 – 6/30/20	\$495.88	\$0.00	\$495.88	\$0.00	N/A
8/28/20; Docket No. 8408	7/1/20 – 7/31/20	\$5,353.04	\$70.00	\$5,353.04	\$70.00	N/A

9/30/20; Docket No. 8467	8/1/20 – 8/31/20	\$5,711.86	\$0.00	\$5,711.86	\$0.00	N/A
10/30/20; Docket No. 9055	9/1/20 – 9/30/20	\$2,437.05	\$0.00	\$2,437.05	\$0.00	N/A
11/30/20; Docket No. 9128	10/1/20 – 10/31/20	\$2,229.92	\$0.00	\$1,783.94	\$0.00	N/A
1/29/21; Docket No. 9274	11/1/20 – 12/31/20	\$1,659.34	\$70.00	\$1,659.34	\$70.00	N/A
3/1/21; Docket No. 9329	1/1/21 – 1/31/21	\$1,871.53	\$0.00	\$1,871.53	\$0.00	N/A
3/30/21; Docket No. 9382	2/1/21 – 2/28/21	\$1,413.88	\$0.00	\$1,413.88	\$0.00	N/A
4/30/21; Docket No. 9454	3/1/21- 3/31/21	\$1,358.05	\$70.00	\$1,358.05	\$70.00	N/A
6/30/21 Docket No. 9619	4/1/21- 5/31/21	\$1,489.60	\$0.00	\$1,489.60	\$0.00	N/A
7/30/21 Docket No. 9698	6/1/21- 6/30/21	\$1,625.93	\$0.00	\$1,625.93	\$0.00	N/A
8/27/21 Docket No. 9776	7/1/21- 7/31/21	\$1,061.98	\$0.00	\$1,061.98	\$0.00	N/A
9/30/21 Docket No. 9863	8/1/21- 8/31/21	\$9,156.62	\$0.00	\$9,156.62	\$0.00	N/A
10/29/21 Docket No. 10005	9/1/21- 9/30/21	\$1,700.89	\$0.00	\$1,700.89	\$0.00	N/A
11/30/21 Docket No. 10113	10/1/21- 10/31/21	\$2,242.97	\$0.00	\$2,242.97	\$0.00	N/A
12/29/21 Docket No. 10181	11/1/21- 11/30/21	\$1,214.44 (payment of 80% or \$971.55)	\$0.00	\$971.55 (80% of \$1,214.44)	\$0.00	\$242.89
1/28/22 Docket No. 10269	12/1/21- 12/31/21	\$1,488.84 (payment of 80% or \$1,191.07)	\$0.00	\$1,191.07 (80% of \$1,488.84)	\$0.00	\$225.52

4/14/22; Docket No. 10397	11/1/21 – 2/28/22	\$4,233.05 ⁴	\$0.00	TBD	\$0.00	TBD
4/29/22 Docket No. 10414	3/1/22- 3/31/22	\$6,789.81 (payment of 80% or \$5,431.85)	\$0.00	\$5,431.85 (80% of \$6,789.81)	\$0.00	\$1,357.96
5/27/22 Docket No. 10458	4/1/22- 4/30/22	\$2,217.05 (payment of 80% or \$1,773.64)	\$0.00	\$1,773.64 (80% of \$2,217.05)	\$0.00	\$443.41
6/30/22 Docket No. 10515	5/1/22- 5/31/22	\$3,171.99 (payment of 80% or \$2,537.60)	\$0.00	\$2,537.60 (80% of \$3,171.99)	\$0.00	\$634.39

Prior Interim Applications

Date Filed; Docket No.	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
4/15/19; Docket No. 3196	10/15/18 – 2/28/19	\$981.75	\$0.00	\$981.75	\$0.00
8/14/19; Docket No. 4840	3/1/19 – 6/30/19	\$30,579.85	\$0.00	\$30,579.85	\$0.00
12/13/19; Docket No. 6214	7/1/19 – 10/31/19	\$446,260.50	\$4,801.46	\$446,260.50	\$4,801.46
4/14/20; Docket No. 7814	11/1/19 – 2/29/20	\$199,823.43	\$813.47	\$199,823.43	\$813.47
8/14/20; Docket No. 8377	3/1/20 – 6/30/20	\$4,409.78	\$0.00	\$4,409.78	\$0.00
12/15/20; Docket No. 9185	7/1/20 – 10/31/20	\$15,731.87	\$70.00	\$15,731.87	\$70.00
4/14/21 Docket No. 9409	11/1/20 – 2/28/21	\$4,944.75	\$70.00	\$4,944.75	\$70.00
8/13/21 Docket No. 9736	3/1/21 – 6/30/21	\$4,473.58	\$70.00	\$4,473.58	\$70.00
12/15/21 Docket No. 10162	7/1/21 – 10/31/21	\$14,162.46	\$0.00	\$14,162.46	\$0.00
4/14/22 Docket No. 10397	11/1/21 – 2/28/22	\$4,233.05	\$0.00	TBD ⁵	TBD
Total		\$725,601.02	\$5,824.93	\$721,367.97	\$5,824.93

^{4, 5} Kroll filed a combined monthly and tenth interim fee application. The objection deadline with respect to the application was May 16, 2022, and a hearing thereon is scheduled for a date to be determined. To date no formal or informal objections or responses have been filed or received.

Summary of Hours Billed by Kroll Employees During the Statement Period

Employee Name	Title	Total Hours	Rate	Total
Johnson, Craig	Director of Solicitation	0.70	\$319.40	\$223.58
Lonergan, Senan L	Director of Solicitation	0.50	\$319.40	\$159.70
Brunswick, Gabriel	Director	0.30	\$292.80	\$87.84
Bitman, Oleg	Director	0.20	\$266.20	\$53.24
Porter, Christine C	Director	4.70	\$266.20	\$1,251.14
Brodeur, Sarah	Solicitation Consultant	0.30	\$286.10	\$85.83
Kesler, Stanislav	Solicitation Consultant	0.20	\$286.10	\$57.22
Scully, Nickesha C	Solicitation Consultant	0.30	\$286.10	\$85.83
Vyskocil, Ryan J	Solicitation Consultant	0.30	\$286.10	\$85.83
Mapplethorp, James Andrew	Consultant	1.60	\$232.80	\$372.48
Crespin, Kenny	Consultant	2.80	\$226.20	\$633.36
Hernandez, Javier	Consultant	0.40	\$226.20	\$90.48
	TOTAL	12.30		\$3,186.53⁶
	BLENDED RATE		\$259.07	

Summary of Fees Billed by Subject Matter During the Statement Period

Matter Description	Total Hours	Total
Disbursements	11.60	\$3,008.21
Retention / Fee Application	0.70	\$178.32
TOTAL	12.30	\$3,186.53⁷

Summary of Expenses Incurred by Kroll Employee During the Statement Period

Description	Total
N/A	\$0.00
TOTAL	\$0.00

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^{6, 7} This amount has been discounted to \$2,230.57 in accordance with the terms of Kroll's retention. Taking into account this discount, the blended hourly rate is \$181.35.

Jurisdiction

1. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and the Local Bankruptcy Rules.

Background

2. On October 15, 2018 (the “**Commencement Date**”), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On October 16, 2018, this Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). An official committee of unsecured creditors was appointed in these chapter 11 cases on October 24, 2018. On April 22, 2019, the Court entered an order appointing an independent fee examiner [Docket No. 3307].

Retention of Kroll

3. On November 19, 2018, the Court entered the *Order Pursuant to 11 U.S.C. § 327(a), Bankruptcy Rules 2014(a) and 2016(a), and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Prime Clerk LLC as Administrative Agent for the Debtors Nunc Pro Tunc to the Commencement Date* [Docket No. 812], which authorized the Debtors to employ and retain Kroll (under its former name, Prime Clerk LLC) as administrative agent *nunc pro tunc* to the Commencement Date in these chapter 11 cases.

Relief Requested

4. Kroll submits this Statement in accordance with the Compensation Order. All services for which Kroll requests compensation were performed for, or on behalf of, the Debtors.

5. Kroll seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in the total amount of \$2,230.57 and payment of \$1,784.46, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

6. Kroll maintains computerized records of the time spent by employees of Kroll in connection with its role as administrative agent to the Debtors. In that regard, **Exhibit A**: (i) identifies the employee that rendered services in each task category; (ii) describes each service such employee performed; (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (iv) as applicable, sets forth the type of expenses incurred. **Exhibit B** hereto sets forth the type of expenses incurred by each Kroll employee during the Statement Period, if any. In addition, Kroll's hourly rates are set at a level designed to fairly compensate Kroll for the work of its employees and cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions.

7. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (i) the complexity of these cases, (ii) the time expended, (iii) the rates charged for such services, (iv) the nature and extent of the services rendered, (v) the value of such services and (vi) the costs of comparable services other than in a case under this title.

Notice

8. Pursuant to the Compensation Order, this Statement will be served upon the Notice Parties (as defined in the Compensation Order). Kroll submits, in light of the relief requested, no other or further notice is necessary.

Conclusion

9. WHEREFORE, pursuant to the Compensation Order, Kroll respectfully requests (i) allowance of reasonable and necessary fees for the Statement Period in the total amount of \$2,230.57 and payment of \$1,784.46, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

Dated: July 29, 2022
New York, New York

Kroll Restructuring Administration LLC

/s/ Shira D. Weiner
Shira D. Weiner
General Counsel
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New York, NY 10055
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Administrative Agent to the Debtors

Exhibit A

Fee Detail



Hourly Fees by Employee through June 2022

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
KCR	Crespin, Kenny	CO - Consultant	2.80	\$226.20	\$633.36
JAH	Hernandez, Javier	CO - Consultant	0.40	\$226.20	\$90.48
JAMA	Mapplethorp, James Andrew	CO - Consultant	1.60	\$232.80	\$372.48
OB	Bitman, Oleg	DI - Director	0.20	\$266.20	\$53.24
CHP	Porter, Christine C	DI - Director	4.70	\$266.20	\$1,251.14
SABR	Brodeur, Sarah	SA - Solicitation Consultant	0.30	\$286.10	\$85.83
STK	Kesler, Stanislav	SA - Solicitation Consultant	0.20	\$286.10	\$57.22
NCS	Scully, Nickesha C	SA - Solicitation Consultant	0.30	\$286.10	\$85.83
RJV	Vyskocil, Ryan J	SA - Solicitation Consultant	0.30	\$286.10	\$85.83
GB	Brunswick, Gabriel	DI - Director	0.30	\$292.80	\$87.84
CJ	Johnson, Craig	DS - Director of Solicitation	0.70	\$319.40	\$223.58
SLL	Lonergan, Senan L	DS - Director of Solicitation	0.50	\$319.40	\$159.70
TOTAL:			12.30		\$3,186.53

Hourly Fees by Task Code through June 2022

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
DISB	Disbursements	11.60	\$3,008.21
RETN	Retention / Fee Application	0.70	\$178.32
TOTAL:		12.30	\$3,186.53

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Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
06/01/22	CHP	DI	Coordinate incoming wire to distribution account	Disbursements	0.20
06/01/22	OB	DI	Review emails and documents related to distributions	Disbursements	0.20
06/02/22	CHP	DI	Confer and correspond with C. McMahan (Evolve) and M. Korycki (M-III) re incoming wire	Disbursements	0.20
06/03/22	CHP	DI	Coordinate check payment from distribution account	Disbursements	0.20
06/06/22	CHP	DI	Coordinate check payment from distribution account	Disbursements	0.30
06/07/22	CHP	DI	Coordinate check payments from distribution account	Disbursements	0.50
06/13/22	CHP	DI	Coordinate check payments from distribution account	Disbursements	0.40
06/13/22	JAMA	CO	Prepare and send disbursement check	Disbursements	0.30
06/15/22	CHP	DI	Confer and correspond with Z. Blondel (M-III) re wire payment	Disbursements	0.20
06/17/22	GB	DI	Draft monthly fee statement	Retention / Fee Application	0.30
06/21/22	CHP	DI	Quality assurance review of distribution database	Disbursements	0.20
06/22/22	CHP	DI	Coordinate check payments from distribution account	Disbursements	0.40
06/22/22	JAMA	CO	Coordinate and quality assurance of distribution check file	Disbursements	0.50
06/22/22	KCR	CO	Review emails and documents related to distributions	Disbursements	0.80
06/23/22	CJ	DS	Telephone conference with C. Porter, S. Lonergan, and S. Kesler (Kroll) and M. Korycki and W. Murphy (M-III) re upcoming distributions to be made in connection with effectiveness of plan	Disbursements	0.20
06/23/22	JAMA	CO	Coordinate and quality assurance review of distribution check preparation	Disbursements	0.20
06/23/22	NCS	SA	Prepare for and participate in telephone conference with W. Murphy (M-III), C. Porter and C. Johnson (Kroll) re upcoming distributions	Disbursements	0.30
06/23/22	RJV	SA	Prepare for and participate in telephone conference with M. Korycki, W. Murphy (M3), S. Lonergan, C. Johnson, S. Kessler, and C. Porter (Kroll) re upcoming effective date distributions	Disbursements	0.30
06/23/22	SABR	SA	Confer and coordinate with C. Porter (Kroll) re effective date/distribution discussion	Disbursements	0.30
06/23/22	SLL	DS	Telephone conference with C. Porter, C. Johnson, and S. Kesler (Kroll) and M. Korycki and W. Murphy (M-III) re upcoming distributions to be made in connection with effectiveness of plan	Disbursements	0.50
06/23/22	STK	SA	Telephone conference with C. Porter, S. Lonergan, and C. Johnson (Kroll) and M. Korycki and W. Murphy (M-III) re upcoming distributions to be made in connection with effectiveness of plan	Disbursements	0.20

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06/28/22	CHP	DI	Coordinate check payments from distribution account	Disbursements	0.30
06/28/22	JAMA	CO	Coordinate and quality assurance review of outgoing distribution checks	Disbursements	0.30
06/28/22	KCR	CO	Review emails and documents related to distributions	Disbursements	1.00
06/29/22	CHP	DI	Coordinate check payments from distribution account	Disbursements	0.70
06/29/22	CHP	DI	Confer and correspond with Z. Blondell (M-III) re check payments	Disbursements	0.20
06/29/22	JAMA	CO	Coordinate and quality assurance of outgoing check file	Disbursements	0.30
06/29/22	KCR	CO	Review emails and documents related to distributions	Disbursements	1.00
06/30/22	CHP	DI	Quality assurance review of distribution database	Disbursements	0.10
06/30/22	CHP	DI	Coordinate check payments from distribution account	Disbursements	0.60
06/30/22	CHP	DI	Confer and correspond with C. McMahan (Evolve) re account balance	Disbursements	0.10
06/30/22	CHP	DI	Confer and correspond with Z. Blondell (M-III) re account balance	Disbursements	0.10
06/30/22	CJ	DS	Monitor status of court hearing and outcome thereof as it pertains to distributions	Disbursements	0.50
06/30/22	JAH	CO	Review and file monthly fee statement	Retention / Fee Application	0.40
Total Hours					12.30

Exhibit B

Detail of Expenses Incurred by Kroll Employees During the Statement Period

Description	Total
N/A	\$0.00
TOTAL	\$0.00